

BY-LAWS  
of  
ROBINSON, LAKE & LERER, INC.

Dec 1 5 20 PM '38

U.S. DEPT. OF JUSTICE  
CRIMINAL DIVISION

OFFICES

1. The principal office of the company shall be in the City, County and State of New York. The company may also have offices and places of business at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the company may require.

MEETINGS OF SHAREHOLDERS

2. Meetings of the shareholders shall be held at the principal office of the company or at such other place within or without the State of New York, as the Board of Directors shall authorize.

3. The annual meeting of the shareholders of the company for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on the first Tuesday of the third month after the end of the fiscal year if not a legal holiday and, if a legal holiday, then on the next secular day following, at two o'clock in the afternoon.

4. The presence, in person or by proxy, of the holders of record of a majority of the shares issued and outstanding and entitled to vote is requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by law or by the certificate of incorporation. If such majority shall not be present, those present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present at the meeting.

5. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by law or by the certificate of incorporation, may be called by the Board of Directors or by the President, and shall be called by the President or Secretary at the written request of the holders of a majority of the shares issued and outstanding and entitled to

vote. Such request shall state the purpose or purposes of the proposed meeting.

6. Business transacted at all special meetings of shareholders shall be confined to the purpose or purposes stated in the call and matters germane thereto.

7. Written notice of each meeting of the shareholders stating the time, place and purpose or purposes thereof and, unless it is notice of the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting, shall be served either personally or by mail, not less than ten nor more than fifty days previous to such meeting, upon each shareholder of record entitled to vote at such meeting, and upon each shareholder of record who, by reason of any action proposed to be taken at such meeting, would be entitled to have his shares appraised if such action were taken, at his address as it shall appear on the record of shareholders of the company unless he shall have filed with the Secretary of the company a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

8. At each meeting of the shareholders, every holder of shares entitled to vote may vote in person or by proxy, and shall, for all purposes, have one vote for each share registered in his name unless otherwise provided by the certificate of incorporation. The voting may be viva voce, but any qualified voter may demand a share vote, whereupon such share vote shall be taken by ballot. Each ballot shall state the name of the shareholder voting and the number of shares voted by him and, if such ballot be cast by a proxy, it shall also state the name of such proxy.

9. Whenever any action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law or the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon. Directors shall, except as otherwise required by law or the certificate of incorporation, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

10. Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all the outstanding shares entitled to vote thereon.

## BOARD OF DIRECTORS

11. Subject to any provision in the certificate of incorporation, the business of the company shall be managed under the direction of a board of directors. Each director shall be at least eighteen years of age but need not be a shareholder. The number of directors constituting the entire board shall be three, except that in the event the shares of the company are owned beneficially and of record by less than three shareholders, the number of directors shall be the same as the number of shareholders. The number of directors may be increased or decreased by action of the shareholders entitled to vote or by the action of a majority of the total number of directors which the company would have if there were no vacancies. No decrease shall shorten the term of any incumbent director. The directors shall be elected at the annual meeting of the shareholders, and each director shall serve until the next succeeding annual meeting and until his successor has been elected and has qualified. The first directors shall hold office until the first annual meeting of shareholders.

12. Any director may be removed at any time, with or without cause, at a special meeting of the shareholders called for that purpose. Any director may be removed for cause by action of the Board of Directors. Any director may resign his office at any time, such resignation to be in writing and to be effective upon receipt by the company or at such later date as shall be specified therein. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason except the removal of directors without cause may be filled by a majority of the directors then in office, although less than a quorum exists, or by the shareholders, but any director elected by the directors to fill a vacancy shall serve only until the vacancy is filled by the shareholders. Vacancies occurring in the board of directors by reason of the removal of directors without cause shall be filled by the shareholders at a special meeting of the shareholders called for that purpose or at an annual meeting of shareholders.

13. In addition to the powers expressly conferred upon them by these by-laws, the Board of Directors may exercise such powers and do such acts and things as are not prohibited by law or by the certificate of incorporation or by these by-laws.

14. Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting. Nothing herein contained

shall be construed to preclude any director from serving the company in any other capacity and receiving compensation therefor.

15. The Board of Directors may hold its meetings, regular or special, have one or more offices and keep the books of the company, except such as are required by law to be kept within the state, outside of New York at an office of the company or at such other places as it may from time to time determine.

16. Immediately after each annual election of directors, the newly constituted Board of Directors shall meet forthwith at the principal office of the company or at the place where such annual election was held or at such other place as may be fixed by the shareholders at such election or by all the directors elected, for the purpose of organization, the election of officers and the transaction of all such other business as the directors present thereat may deem proper. Other regular meetings of the Board of Directors may be held without notice at such times and places as the Board of Directors may determine.

17. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or by the President on two days' notice to each director. Special meetings shall be called by the President or Secretary in a like manner at the written request of two directors.

18. (a) At all meetings of the Board of Directors, the presence of a majority of the directors then in office, but not less than one-third of the total number of directors which the company would have if there were no vacancies, shall be necessary to constitute a quorum and sufficient for the transaction of business, and any acts of a majority of those present at a meeting, at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment

allowing all persons participating in the meeting to hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

#### EXECUTIVE COMMITTEE AND OTHER COMMITTEES

19. The Board of Directors by resolution adopted by a majority of the total number of directors the company would have if there were no vacancies, may designate, from among its members, an executive committee and other committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except as otherwise provided by law. Vacancies in the membership of any such committee shall be filled by the Board of Directors at a regular or special meeting. Each such committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when so required.

#### OFFICERS

20. The officers of the company shall be a Chairman of the Board of Directors, a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may deem necessary or advisable for the conduct of the company's business. The officers shall be elected by the Board of Directors after the annual meeting of shareholders, and each officer shall hold office until the next annual meeting of the Board of Directors and until his successor has been elected and has qualified. Any officer elected by the Board of Directors may be removed by the Board of Directors at any time and with or without cause. Any two of the aforesaid offices may be held by the same person. Any office may be left vacant by the Board of Directors.

21. The Board of Directors may elect such other officers (including additional Vice Presidents, Assistant Secretaries and Assistant Treasurers) as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors.

22. The salaries of all officers of the company shall be fixed by the Board of Directors or if not fixed by the Board of Directors, shall be fixed by the President.

23. The Chairman of the Board of Directors shall preside at all meetings of the shareholders and of the Board of Directors.

24. The President shall be the chief executive officer of the company; if no Chairman has been elected or in his absence, the President shall preside at all meetings of the shareholders and of the Board of Directors; he shall, subject to the powers of the Board of Directors, have general management and control of the business of the company and shall see that all orders and resolutions of the Board of Directors are carried into effect.

25. The Vice President, or if there be more than one, the Vice Presidents, in the order designated by the Board of Directors, shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. Each Vice President shall exercise such powers and perform such duties as shall be prescribed by the Board of Directors or the President.

26. The Secretary shall attend all meetings of the Board of Directors and of the shareholders, act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and he shall perform like duties on any committee of the Board of Directors when required. He shall cause to be given notice of meetings of the shareholders and of the Board of Directors and shall perform such other duties as pertain to his office. He shall keep in safe custody the seal of the company and when authorized by the Board of Directors shall affix it when required to any instrument.

27. The Treasurer shall have custody of all the company's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the company and shall deposit all monies and other valuable effects in the name and to the credit of the company in such depositories as may be designated by the Board of Directors. He shall render to the President, and to the Board of Directors at its regular meetings or whenever it may require it, an account of all his transactions as Treasurer and of the financial condition of the company.

28. Unless otherwise ordered by the Board of Directors, the Chairman of the Board, the President or any Vice President shall have full power and authority on behalf of the company to attend, act and vote, or in the name of the company to execute proxies to vote, at any meeting of shareholders of any corporation in which the company may hold shares, and at any

such meeting shall possess and may exercise, in person or by proxy, any and all rights, powers and privileges incident to the ownership of such shares. The Board of Directors may by resolution from time to time confer like powers upon any other person or persons.

29. If any office becomes vacant for any reason, the Board of Directors may elect a successor who shall hold office for the unexpired term. Any officer may resign his office at any time, such resignation to be in writing and to be effective upon receipt by the company or at such later date as shall be specified therein.

30. Except as provided in sections 24 and 25 hereof, in case of the absence of any officer of the company, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director for the time being.

#### CERTIFICATES FOR SHARES

31. The shares of the company shall be represented by certificates in such form as shall be approved by the Board of Directors. All certificates shall be consecutively numbered and the names and addresses of the shareholders, the number and class of shares held by each, and the dates when they respectively became the owners of record thereof, shall be entered on a record.

32. Upon surrender to the company or the transfer agent of the company of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the company.

33. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the company, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representatives, to advertise the same in such manner

as it shall require and/or give the company a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the company with respect to the certificate alleged to have been lost or destroyed.

#### REGISTERED SHAREHOLDERS

34. The company shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

#### INSPECTION OF BOOKS

35. The Board of Directors shall determine from time to time, whether and if allowed, when and under what conditions and regulations the accounts and books of the company or any of them (except such as may by law be specifically open to inspection), shall be open to the inspection of the shareholders and the shareholders' rights in said respect are and shall be restricted and limited accordingly.

#### FIXING RECORD DATE

36. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than fifty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.



#### SEAL

37. The seal of the company shall be circular in form and contain the name of the company, the year of its incorporation and the words "Corporate Seal New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

#### FISCAL YEAR

38. The fiscal year of the company shall be determined by the Board of Directors.

#### CHECKS, NOTES, DRAFTS, etc.

39. The funds of the company shall be deposited in such banks, savings and loan associations or trust companies as the Board of Directors from time to time may designate. All checks or demands for money and notes, drafts or bills of exchange of the company shall be signed by such officers or other persons as the Board of Directors from time to time may designate.

#### NOTICE AND WAIVER OF NOTICE

40. Any shareholder, officer or director may waive any notice required to be given by law or under the provisions of the certificate of incorporation or by these by-laws.

41. Whenever required by law or under the provisions of the certificate of incorporation or of these by-laws, notice is required to be given to any director or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or shareholder, at his address as it appears on the records of the company, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

#### AMENDMENTS

42. These by-laws may be added to, amended or repealed by the shareholders or the Board of Directors, provided that the shareholders may specifically designate one or more

by-laws as not being subject to amendment or repeal by the Board of Directors. If any by-law regulating an impending election is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders the by-law so adopted, amended or repealed, together with a precise statement of the changes resulting therefrom.

NYS DEPARTMENT OF STATE

FILING RECEIPT INCORPORATION (BUSINESS)

CORPORATION NAME

ROBINSON, LAKE & LERER, INC.

DATE FILED

09/23/86-

DURATION & COUNTY CODE

F NEW

FILM NUMBER

B404645-6

CASH NUMBER

798980

NUMBER AND KIND OF SHARES

200NEW

LOCATION OF PRINCIPAL OFFICE

\*CT

ADDRESS FOR PROCESS

WILLIAM J. MARLOW, ESQ  
LOEB AND LOEB AND HESS  
230 PARK AVE  
NEW YORK NY 10169

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$

AMOUNT OF MONEY ORDER \$ 00125.00

AMOUNT OF CASH \$

\$ 6.00 DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

HEN SEGAL GUTERMAN FELZ  
STEINER & BOROVICK  
230 PARK AVE  
NEW YORK NY 10169

\$ 100.00 FILING  
\$ 00010.00 TAX  
\$ 05.00 CERTIFIED COPY  
\$ 010.00 CERTIFICATE  
TOTAL PAYMENT \$ 0000125.00 MISCELLANEOUS

REFUND OF \$

TO FOLLOW

380804-003 (8/84)

GAIL S SHAFFER - SECRETARY OF STATE

**State of New York**  
**Department of State** } ss.

576370

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

**SEP 23 1986**



Secretary of State

CERTIFICATE OF INCORPORATION  
OF

ROBINSON, LAKE & LERER, INC.

Under Section 402 of The Business Corporation Law

\* \* \* \* \*

The undersigned, a natural person at least eighteen years of age, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, does hereby certify as follows:

FIRST: The name of the corporation is Robinson, Lake & Lerer, Inc.

SECOND: The purpose or purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, but not to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other such body, without first obtaining such consent or approval.

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to mortgage, pledge, exchange, sell and grant licenses or other rights in respect of, assign and otherwise dispose of, and generally deal in and with respect to trademarks, trade names, patents, patent rights, concessions, franchises, designs, copyrights, and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, formulae and the like, including, without limitation, such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America, and

any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

To manufacture, purchase, lease and otherwise acquire, hold, use, own, mortgage, pledge, exchange, sell, lease, license, assign and otherwise dispose of and generally deal in and with respect to personal property, tangible and intangible, including, without limitation, goods, wares, machinery, merchandise, commodities, intellectual properties of every kind, accounts receivable, and the securities and obligations of any issuer, whether or not incorporated.

To engage in any commercial, mercantile, industrial, manufacturing, marine, exploration, mining, agricultural, research, licensing, servicing, agency, securities or brokerage business not prohibited by law.

To purchase, lease and otherwise acquire and to own, hold, sell, convey, exchange, lease, mortgage, pledge, exchange, work, improve, develop, divide, dispose of and generally deal in and with respect to real estate, real property, whether improved or unimproved, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real property of any and all kinds.

To conduct its business in all or any of its branches, so far as permitted by law, in the State of New York and in all other states of the United States of America, in the territories and the District of Columbia and in any or all dependencies or possessions of the United States of America, and in foreign countries.

To carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise either alone or in conjunction with any other persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable,

convenient or proper for the accomplishment of any of the purposes herein enumerated.

No part of the purposes above stated is intended to be limited or restricted in any way by inference from any other part, or otherwise, except as expressly stated, nor are such statements intended to limit or restrict in any way general powers which the corporation may have under the present or future laws of the State of New York; but, anything contained herein to the contrary notwithstanding, the corporation shall not have power to do anything at any time not then permitted to be done by a corporation organized under the Business Corporation Law of the State of New York.

THIRD: The office of the corporation in the State of New York is to be located in the City of New York, County of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Hundred (200) Common Shares, without par value.


FIFTH: The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is c/o Willian J. Marlow, Esq., Loeb and Loeb and Hess, 230 Park Avenue, New York, New York 10169.

SIXTH: No shareholder of the corporation shall have a preemptive or preferential right because of the shareholdings of such shareholder to purchase, subscribe for, or have first offered to such shareholder any part of any of the shares of the corporation hereafter issued, optioned, or sold, or subject to any warrant or any right to subscribe for or purchase such shares or any part of any debenture, bonds, notes, or securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall operate to defeat preemptive and preferential rights in all shares and classes of shares now authorized and in all options, warrants, rights to subscribe for or purchase such shares, and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also to defeat preemptive and preferential rights in any and all shares and classes of shares and options, warrants, rights to subscribe for or purchase such shares, and in any and all debentures, bonds, notes, and securities of the corporation which may be convertible into shares which the corporation may be hereafter authorized to issue. Thus, any and all of the shares of the corporation presently authorized, and any and all options, warrants, rights to subscribe for or purchase such shares, and any and all debentures, bonds, notes, and securities of the corporation convertible into shares and any and all of the shares of the corporation which may hereafter be authorized, may



at any time be issued, optioned, and contracted for sale, and sold and disposed of by direction of the Board of Directors of the corporation to such persons, firms, corporations and associations, and for such lawful consideration, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering the said shares, options, warrants, rights to subscribe for or purchase such shares, or debentures, bonds, notes or securities of the corporation which may be convertible into shares, or any part thereof, to then existing shareholders.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 17th day of September, 1986, and I affirm the statements contained herein as true under penalties of perjury.

  
Irene Gaudreau  
230 Park Avenue  
New York, New York 10169

CERTIFICATE OF INCORPORATION

OF

ROBINSON, LAKE & LERER, INC.

Under Section 402 of The Business Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 28 1986

AMT. OF CHECK \$ 125

FILING FEE \$ 19.95

TAX \$

CORPORATE FEE \$

1 COPY \$

DEED \$

RECORDING \$

SEE HANDLE

md  
p new

798980

501/22  
MB-10

Hen, Segal, Guterman, Pelz  
Steiner & Borovick  
230 Park Avenue  
New York, NY 10169

BILLED

3404645

RECEIVED

SEP 22 3 PM '86

FILED

SEP 23 11 14 AM '86